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*Attorneys for Reorganized Debtors*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re

DPH HOLDINGS CORP., et al.,

Reorganized Debtors.

Chapter 11

Case No. 05-44481 (RDD)

(Jointly Administered)

**JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED DEBTORS, AKZO NOBEL COATINGS, INC. AND AKZO NOBEL INDUSTRIAL COATINGS MEXICO S.A. (I) COMPROMISING AND ALLOWING PROOF OF ADMINISTRATIVE EXPENSE CLAIM NUMBER 18966 AND (II) DISALLOWING AND EXPUNGING PROOF OF ADMINISTRATIVE CLAIM NUMBER 18967 IN ITS ENTIRETY**

(AKZO NOBEL COATINGS, INC. AND AKZO NOBEL INDUSTRIAL COATINGS MEXICO S.A.)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the “Reorganized Debtors”), Akzo Nobel Coatings, Inc. and Akzo Nobel Industrial Coatings Mexico S.A. (together with Akzo Nobel Coatings, Inc, the “Claimant”) respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors, Akzo Nobel Coatings, Inc. And Akzo Nobel Industrial Coatings Mexico S.A. (I) Compromising And Allowing Proof Of Administrative Expense Claim Number 18966 And (II) Disallowing And Expunging Proof Of Administrative Expense Claim Number 18967 In Its Entirety (the “Stipulation”), and agree and state as follows:

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WHEREAS, on October 8 and 14, 2005, Delphi Corporation (“Delphi”) and certain of its  
subsidiaries and affiliates, including Delphi Automotive Systems LLC (“DAS LLC”), former  
debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”),  
filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§  
101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of  
New York (the “Court”).

WHEREAS, on July 15, 2009, the Claimant filed proof of administrative expense claim  
number 18966 (“Claim 18966”) and proof of administrative claim number 18967 (“Claim  
18967”) (together with Claim 18966, the “Claims”) against Delphi asserting administrative  
expense claims in the respective amounts of \$63,582.05 and \$11,461.02 for alleged goods sold  
by the Claimant to the Debtors.

WHEREAS, on October 6, 2009 (the “Effective Date”), the Debtors substantially  
consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And  
Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the “Modified Plan”),  
which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket  
No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the  
consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH  
Holdings Corp. and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that “[t]he Reorganized  
Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or  
otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if  
any) with respect to all Claims and Interests.”

WHEREAS, on January 22, 2010, the Reorganized Debtors objected to the Claims  
pursuant to the Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. §  
503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A)

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Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests,  
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(E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB  
Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation  
Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III)  
Allow Certain Administrative Expense Severance Claims (Docket No. 19356) (the "Forty-Third  
Omnibus Claims Objection").

WHEREAS, on February 17, 2010, the Claimant filed the Response of Akzo Nobel Coatings Inc. to the Debtors' Forty-Third Omnibus Objection to Claims (Docket No. 19459) and the Response of Akzo Nobel Industrial Coatings Mexico SA de CV to the Debtors' Forty-Third Omnibus Objection to Claims (Docket No. 19460) (collectively, the "Responses").

WHEREAS, to resolve the Forty-Third Omnibus Claims Objection with respect to the Claims, the Reorganized Debtors and the Claimant entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimant agreed that (a) Claim 18966 should be compromised and allowed as an administrative claim in the amount of \$1,000.00 (the "Stipulated Amount") against DPH-DAS LLC and (b) Claim 18967 should be disallowed and expunged in its entirety.

NOW, THEREFORE, the Reorganized Debtors and Claimant stipulate and agree as follows:

1. Claim 18966 shall be allowed in the amount of \$1,000.00 and shall be treated as an allowed administrative claim against DPH-DAS LLC in accordance with the terms of the Modified Plan.
2. Notwithstanding anything to the contrary in the Modified Plan, within 60 days of entry of this Stipulation on the Court's docket, DPH-DAS LLC shall pay the \$1,000.00 referenced in paragraph 1 above in full and final satisfaction of Claim 18966. Such payment will

following address:

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3. Claim 18967 is hereby disallowed and expunged in its entirety.
4. The Responses are hereby deemed withdrawn with prejudice.
5. Nothing herein shall be construed as an admission of liability on behalf of the

Reorganized Debtors or Debtors with respect to any portion of the Claims.

6. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

AGREED TO AND APPROVED FOR ENTRY:

By: /s/ Cynthia J. Haffey  
Cynthia J. Haffey  
Donald V. Orlandoni  
Butzel Long, a professional corporation  
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Attorneys for DPH Holdings Corp.,  
et al., Reorganized Debtors

By: /s/ Byron C. Starcher  
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Attorneys for Akzo Nobel Coatings, Inc. and  
Akzo Nobel Industrial Coatings Mexico S.A.

So Ordered in White Plains, New York, this 13th day of June, 2011

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE